

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	§	
<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>TALEN ENERGY SUPPLY, LLC, et al.,</b>	§	<b>Case No. 22-90054 (MI)</b>
	§	
	§	<b>(Jointly Administered)</b>
<b>Debtors.<sup>1</sup></b>	§	
	§	

**THE AD HOC TERM LOAN AND SECURED NOTES GROUP'S  
WITNESS AND EXHIBIT LIST**

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The Ad Hoc Term Loan and Secured Notes Group,<sup>2</sup> by and through its undersigned counsel, respectfully submits this list of witnesses it may call and exhibits it may seek to introduce at the hearing, currently scheduled for August 29, 2022 at 8:00 a.m. central time, on the *Motion of Debtors for Order (I) Authorizing Entry into Backstop Commitment Letter, (II) Approving Obligations Thereunder, and (III) Granting Related Relief* [D.I. 524], as follows.

**I. WITNESS LIST**

The Ad Hoc Term Loan and Secured Notes Group reserves the right to call any witness identified by any other party and also reserves the right to call any witness for purposes of providing rebuttal testimony. Discovery in this contested matter is ongoing and the Ad Hoc Term Loan and Secured Notes Group reserves the right to amend this list after discovery is complete.

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<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

<sup>2</sup> The term Ad Hoc Term Loan and Secured Notes Group is as defined in the *First Amended Verified Statement of the Ad Hoc Term Loan and Secured Notes Group Pursuant to Bankruptcy Rule 2019* [D.I. 540].

## II. EXHIBIT LIST

The Ad Hoc Term Loan and Secured Notes Group may seek to introduce the following exhibits:

AHTLSN GROUP Ex#	Description <sup>3</sup>	Offered	Objection	Admitted?	Disposition
1	2022.5.10 Cleansing Materials				
2	2022.6.13 Backstop Motion [Dkt. No. 524]				
3	2022.6.28 Business Plan*				
4	2022.08.05 Notice of First Amendment to RSA [Dkt. Not. 1015]				
5	2022.08.10 Notice of Second Amendment to RSA [Dkt. No. 1046]				
6	2022.05.31 Email Re: TES: BACKSTOP Commitment Letter*				
7	2022.4.5 Emails Re: Talen – Tax Considerations*				
8	5.8.22 Email Re: TES Board Update*				
9	2022.7.14 Emails Re: FW: Talen - *				
10	2022.07.18 Restructuring Committee Meeting Minutes*				
11	2022.4.8 Email Re: TES BOARD CALL – 3pm CT / 4 pm ET*				
12	2022.5.26 Emails Re: [EXTERNAL] Re: TALEN Net Debt Schedule*				
13	2022.5.26 Emails Re: [EXTERNAL] Talen backstop fund diligence*				
14	2022.04.23 Unsecured Noteholder Proposal to Talen Energy Supply*				
15	2022.04.15 Illustrative RSA Strawman Term Sheet*				

<sup>3</sup> Exhibits marked with an asterisk (\*) were designated by a Producing Party as “Confidential Material” or “Highly Confidential Material” under the Agreed Protective Order [D.I. 808] are filed herewith under seal. Transcripts (exhibits beginning “T-”) are not filed herewith but will be provided when they are available.

AHTLSN GROUP Ex#	Description <sup>3</sup>	Offered	Objection	Admitted?	Disposition
16	2022.04.17 Email Re: Talen RSA Key Issues & Proposed Counter*				
17	2022.04.20 Email Re: [EXTERNAL] Talen Call with K&S/Akin*				
18	2022.05.03 Restructuring Committee Meeting Minutes*				
19	2022.05.05 Restructuring Committee Meeting Minutes*				
20	2022.05.04 Commitment Letter KE Draft*				
21	2022.05.05 Commitment Letter KE Draft*				
22	2022.06.00 Project Titanium – June 2022*				
23	2022.05.07 Email RE [EXTERNAL] Re: Secureds*				
24	2022.05.31 Restructuring Committee Meeting Minutes*				
25	2022.06.30 Restructuring Committee Meeting Minutes*				
26	2022.07.07 Restructuring Committee Meeting Minutes*				
27	2022.08 Summary of Select Common Equity Rights Offering Backstop Commitments*				
28	2022.07.15 Restructuring Committee Meeting Minutes*				
29	2022.07.22 RSA Term Sheet Grid*				
30	2022.8.23 Carol Flaton Talen Energy				
31	2022.08.04 TES Board Letter to CEO*				
32	2022.05.09 Restructuring Committee Meeting Minutes*				
33	2022.05.07 Restructuring Committee Meeting Minutes*				
34	2022.05.19 Restructuring Committee Meeting Minutes*				
35	2022.08.07 Debtors First Request for Production of Documents to Talen Energy Corporation				

AHTLSN GROUP Ex#	Description <sup>3</sup>	Offered	Objection	Admitted?	Disposition
D-1	2022.08.07 Debtors First Request for Production of Documents to Talen Energy Corporation				
D-2	2022.08.10 Talen Energy Corporation's Objections and Responses to Debtors' First Set of Requests for Production of Documents to TEC				
D-3	2022.01.14 Declaration of Brent Herlihy in Support of the LATAM Airlines Group S.A. Backstop Agreement Motion				
D-4	2022.08 Summary of Select Common Equity Rights Offering Backstop Commitments*				
D-5	2022.06.14 Email Re: [EXTERNAL] RE: RE: Talen*				
T-1	2022.08.24 Transcript of Deposition of Brent Herlihy*				
T-2	2022.08.24 Transcript of Deposition of Drew Karion*				
T-3	2022.08.23 Transcript of Deposition of Carol Flaton*				
T-4	2022.08.23 Transcript of Deposition of Bo Yi*				
T-5	2022.08.23 Transcript of Deposition of Gary Wojtaszek*				

The Ad Hoc Term Loan and Secured Notes Group may also rely on, or seek to introduce, any exhibit or document listed by any other party on their respective exhibit list, or otherwise submitted or referred to by any other party at any hearing on this contested matter. The Ad Hoc Term Loan and Secured Notes Group reserves the right to offer any exhibit for purposes of rebuttal. Discovery in this contested matter is ongoing and the Ad Hoc Term Loan and Secured Notes Group reserves the right to amend this list after discovery is complete.

Dated: August 25, 2022  
Houston, Texas

/s/ Matthew L. Warren

King & Spalding LLP

Matthew L. Warren (Texas Bar No. 24119154)  
Lindsey Henrikson (admitted *pro hac vice*)  
110 N. Wacker Drive, Suite 3800  
Chicago, IL 60606  
Telephone: (312) 764-6921  
(312) 764-6924  
Email: mwarren@kslaw.com  
lhenrikson@kslaw.com

W. Austin Jowers (admitted *pro hac vice*)  
1180 Peachtree Street, NE  
Atlanta, GA 30309  
Telephone: (404) 572-2776  
Email: ajowers@kslaw.com

*Counsel for the Ad Hoc Term Loan and Secured  
Notes Group*

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing witness and exhibit list was served on August 25, 2022 on all parties entitled to receive service through the Court's ECF system.

/s/ Matthew L. Warren